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RECORDATION NO. **23634-C** FILED

SEP 23 '03

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SURFACE TRANSPORTATION BOARD

lgitomer@dc.bjllp.com

September 23, 2003

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed the original and one certified copy of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Sublease and Security Agreement, a secondary document, dated as of July 9, 2003. The primary document to which this is connected is recorded under Recordation No. 23634. We request that one copy of this document be recorded under Recordation No. 23634-C.

The names and addresses of the parties to the Memorandum of Sublease and Security Agreement are:

Lessor:

BNY Capital Resources Corporation
8400 East Prentice Avenue
Englewood CO 80111

Sublessor:

PSI Energy, Inc.
1000 East Main Street
Plainfield IN 46168

Sublessee:

National Car Systems, Inc.
222 West Gregory, Suite 231
Kansas City, MO 64114-1127

BALL JANIK LLP

Honorable Vernon A. Williams
September 23, 2003
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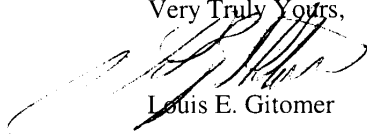
A description of the equipment covered by the Memorandum of Sublease and Security Agreement consists of 38 open top hopper cars numbered LERX 30819, 30836, 30847, 30848, 30849, 30851, 30859, 30865, 30874, 30877, 30884, 30890, 30891, 30899, 30903, 30910, 30911, 30917, 30927, 30942, 30945, 30949, 30958, 30961, 30967, 30972, 30977, 30980, 30998, 31000, 31001, 31002, 31019, 31025, 31036, 31037, 31040, and 31044.

A fee of \$ 30.00 is enclosed. Please return the original to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

A short summary of the document to appear in the index follows: Memorandum of Sublease and Security Agreement among BNY Capital Resources Corporation, 8400 East Prentice Avenue, Englewood CO 80111, PSI Energy, Inc., 1000 East Main Street, Plainfield IN 46168, and National Car Systems, Inc., 222 West Gregory, Suite 231, Kansas City, MO 64114-1127, covering 38 open top hopper cars numbered LERX 30819, 30836, 30847, 30848, 30849, 30851, 30859, 30865, 30874, 30877, 30884, 30890, 30891, 30899, 30903, 30910, 30911, 30917, 30927, 30942, 30945, 30949, 30958, 30961, 30967, 30972, 30977, 30980, 30998, 31000, 31001, 31002, 31019, 31025, 31036, 31037, 31040, and 31044.

Very Truly Yours,

A handwritten signature in dark ink, appearing to read 'L. Gitomer', is written over a horizontal line.

Louis E. Gitomer

Enclosures

MEMORANDUM OF SUBLEASE AND SECURITY AGREEMENT

This Memorandum of Sublease and Security Agreement, dated as of July 9, 2003, is among PSI ENERGY, INC. ("PSI"), as sublessor, NATIONAL CAR SYSTEMS, INC. ("NCS"), as sublessee, and BNY CAPITAL RESOURCES CORPORATION ("BNY"), as lessor.

1. Pursuant to that certain Lease Schedule No. 001 to Master Lease Agreement No. 228 dated August 29, 2001 (the "Lease"), The Vaughn Group, Inc. ("Vaughn"), leased to PSI, as amended by the First Amendment to Lease Schedule No. 001 dated as of December 20, 2001 ("Amendment") between Vaughn and PSI, 120 rapid discharge rotary dump open top hopper cars (the "Equipment"). A Memorandum of the Lease was recorded at the Surface Transportation Board (the "STB") on August 31, 2001 under Recordation No. 23634. A Memorandum of Amendment was recorded at the STB on December 27, 2001 under Recordation No. 23634-A.

2. Pursuant to a Notice of Acknowledgement of Assignment, Estoppel Agreement and Amendment of Lease Documents dated as of January 3, 2003 (the "Assignment") among Vaughn, BNY and PSI, Vaughn assigned to BNY the Lease as amended by the Amendment and Equipment. A Memorandum of Assignment was recorded at the STB on December 27, 2001 under Recordation No. 23634-B.

3. Pursuant to an Equipment Sublease Agreement dated as of May 23, 2003 (the "Sublease"), between PSI, as sublessor, and NCS, as sublessee, PSI agreed to lease to NCS and NCS agreed to lease from PSI 38 open top hopper cars numbered LERX 30819, 30836, 30847, 30848, 30849, 30851, 30859, 30865, 30874, 30877, 30884, 30890, 30891, 30899, 30903, 30910, 30911, 30917, 30927, 30942, 30945, 30949, 30958, 30961, 30967, 30972, 30977, 30980, 30998, 31000, 31001, 31002, 31019, 31025, 31036, 31037, 31040, and 31044 (the "Sublease Equipment"). Pursuant to a Consent Agreement dated as of May 23, 2003 among BNY, PSI, NCS, and Georgia Power Company ("GP"), BNY consented to the sublease of the Sublease Equipment to NCS and GP and PSI granted BNY a security interest in the Sublease.

4. This document may be signed in any number of counterparts, each of which shall be an original and all of which shall be a part of this Memorandum of Sublease and Security Agreement.

RECORDATION NO. 23634-C FILED

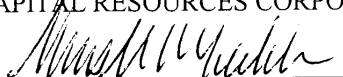
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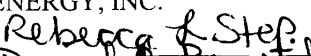
SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, each of the parties hereto has caused this MEMORANDUM OF SUBLEASE AND SECURITY AGREEMENT to be executed by its duly authorized officer as of the date first above written.


BNY CAPITAL RESOURCES CORPORATION

By: 
Name: THOMAS W. MCEADDEN
Title: VICE PRESIDENT

PSI ENERGY, INC.

By: 
Name: ~~Daniel A. Rimschidt~~ Rebecca L. Step
Title: ~~V.P. Fuel~~ Mgr. Fuel Transportation

NATIONAL CAR SYSTEMS

By: 
Name: GARY L. VORTZ
Title: PRESIDENT

STATE OF Colorado)
) ss.
County of San Juan)

On this 18th day of ~~June~~^{Sept}, 2003, before me, Deborah D. Felling, the undersigned Notary Public, personally appeared Thomas W. W. Fadden personally known to me to be the person who executed the within instrument as Vice President on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

Deborah D. Felling
Notary Public for Colorado My Comm. Expires 5-1-05
1377 Capital Resources Corp

STATE OF Indiana)
) ss.
County of Hendricks)

On this 20th day of ~~June~~^{August}, 2003, before me, Jane R. Cole, the undersigned Notary Public, personally appeared Rebecca L. Stoe personally known to me to be the person who executed the within instrument as Manager Fuel Transportation on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

Jane R. Cole
Notary Public for Hendricks County, Indiana
My Commission expires August 28, 2007

STATE OF Missouri)
) ss.
County of Jackson)

On this 9th day of ~~June~~^{July}, 2003, before me, Mark Melms, the undersigned Notary Public, personally appeared Gary C. Vontz personally known to me to be the person who executed the within instrument as President of National Cor System on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.




MARK MELMS
Jackson County
My Commission Expires
April 14, 2007

Mark Melms
Notary Public for Union Bank
My Commission expires April 14, 2007

CERTIFICATION

I, Louis E. Gitomer, have compared this copy to the original Memorandum of Sublease and Security Agreement dated as of July 9, 2003, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.



Louis E. Gitomer
September 23, 2003